| PICHETTE | PATRICK | | | | | | | | | | |
|---|--|---|-------|---|--|--------------------------|--------------|---|---|--|--|
| Form 4 | 12 | | | | | | | | | | |
| April 09, 20 | | STATES | SECUE | RITIES A | ND EX | СНА | NGE C | OMMISSION | OMB AF | PROVAL | |
| Check th | is hox | | Was | shington, | D.C. 20 | 549 | | | Number: | 3235-0287 | |
| if no long subject to Section 1 Form 4 c | ger 5 STATEN 16. 97 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | January 31, 2005 verage rs per 0.5 | |
| obligatio may cont | Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | | |
| (Print or Type] | Responses) | | | | | | | | | | |
| 1. Name and A PICHETTE | Issuer | | | | | f Reporting Person(s) to | | | | | |
| (Last) | (First) (I | Middle) | C | Inc. [GOOG] f Earliest Transaction | | | | (Check | Check all applicable) | | |
| C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY | | | | - | | | | Director 10% Owner Officer (give title Other (specify below) SVP & Chief Financial Officer | | | |
| MOUNTAI | endment, Da nth/Day/Year | - | l | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | | |
| (City) | | (Zip) | Tahl | e I - Non-F |)erivative | Secur | ities Aca | Person uired, Disposed of, | or Beneficial | v Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed | | | 4. Securities Acquired nsaction(A) or Disposed of (D) le (Instr. 3, 4 and 5) tr. 8) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | |
| Class A | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Class A Common Stock | 04/08/2013 | | | C <u>(1)</u> | 145 | А | \$ 0 | 4,051 | D | | |
| Google Stock Unit (2) | 04/08/2013 | | | C <u>(1)</u> | 145 | D | \$ 0 | 9,923 | D | | |
| Google Stock Unit (2) | 04/08/2013 | | | F <u>(3)</u> | 160 | D | \$ 783.05 | 9,763 | D | | |
| Google Stock Unit | | | | | | | | 8,748 | D | | |

| Google Stock Unit (5) | 4,323 | D |
|-----------------------------|--------|---|
| Google Stock Unit | 30,259 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|---|---|---|---------------------------------------|---|---------------------|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option To Purchase Class A Common Stock | \$ 318.92 | | | | | <u>(7)</u> | 03/04/2019 | Class A Common Stock | 1,423 |
| Option To Purchase Class A Common Stock | \$ 574.18 | | | | | <u>(8)</u> | 04/06/2021 | Class A Common Stock | 20,746 |
| Option To Purchase Class A Common Stock | \$ 308.57 | | | | | <u>(9)</u> | 08/06/2018 | Class A Common Stock | 1,390 |

8. Pr Deri Secu (Inst

| Option To Purchase Class A Common Stock | \$ 635.15 | 04/25/2015 | 04/04/2022 | Class A Common Stock | 8,646 |
|--|-----------|-------------|------------|----------------------------|--------|
| Option To Purchase Class A Common Stock | \$ 635.15 | 04/25/2016 | 04/04/2022 | Class A Common Stock | 60,517 |
| Option To Purchase Class A Common Stock | \$ 564.35 | <u>(10)</u> | 12/01/2020 | Class A Common Stock | 18,330 |

Reporting Owners

| Reporting Owner Name / Address | | | | |
|---|------------|-----------|-------------------------------|-------|
| FFFFFFFFFFFFFFFFFFFFFFFFFFFF - F | Director | 10% Owner | Officer | Other |
| PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP & Chief Financial Officer | |
| Signatures | | | | |
| /s/ Valentina Margulis, as attorney-in-f Pichette | act for Pa | trick | 04/09/2013 | |

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of Google Stock Unit grant of which was previously reported in Form 4. The Google Stock Units (GSUs) entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests.

Date

- (2) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (4) The GSUs vest as follows: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (5) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (6) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (7)

The option provided for vesting as follows: 1/4th of the option vested on 3/4/2010 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month
 (8) thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

- (9) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (10) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.